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ANDREW B. STROUD, an individual  
and STROUD PRODUCTIONS AND  
ENTERPRISES, INC.

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

STEVEN AMES BROWN,

Plaintiff,

vs.

ANDREW B. STROUD, an individual and  
STROUD PRODUCTIONS AND  
ENTERPRISES, INC.,

Defendants.

) Case No.: 08-CV-02348-VRW

)  
) **DECLARATION OF FRANCIS J.**  
) **TORRENCE IN SUPPORT OF**  
) **DEFENDANTS' REPLY TO OPPOSITION**  
) **TO MOTION TO DISMISS PURSUANT TO**  
) **RULE 12(b)**

) Date: August 21, 2008

) Time: 2:30 p.m.

) Courtroom: 6

) Honorable Vaughn R. Walker  
)

I, FRANCIS J. TORRENCE, declare as follows:


1. I am an attorney at law duly admitted to practice before the United States District

Court of the Northern District of California. I am Of Counsel to Wilson, Elser, Moskowitz, Edelman & Dicker LLP, attorney of record for defendants Andrew B. Stroud and Stroud Productions and Enterprises, Inc. ("Stroud Defendants") in the above-captioned matter. I am one of the attorneys responsible for this matter. If called to testify regarding the following facts, I could and would do so completely.

2. I submit this declaration in support of Defendant's Reply to Plaintiff's Opposition to the Motion to Dismiss pursuant to Rule 12(b).

4. Stroud Defendants initiated an action against Castlerock Entertainment Inc., Warner Bros. Entertainment Inc., and Warner Independent Pictures, Inc. in the United States District Court of the Southern District of New York (Docket # 07 CIV 8638 (HB)) to resolve, among other things, copyright issues relating to the composition of *Just in Time*. We intend to provide the Court with a copy of the Amended Complaint at the hearing for this Motion, if desired.

I declare under penalty of perjury under the laws of the State of California and of the United States that the foregoing is true and correct. Executed on August 7, 2008 at San Francisco, CA

  
Francis J. Torrence